

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

CRAVATH, SWAINE & MOORE LLP
Paul H. Zumbro (*pro hac vice*)
(pzumbro@cravath.com)
Kevin J. Orsini (*pro hac vice*)
(korsini@cravath.com)
Omid H. Nasab (*pro hac vice*)
(onasab@cravath.com)
825 Eighth Avenue
New York, NY 10019
Tel: 212 474 1000
Fax: 212 474 3700

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (#151445)
(tkeller@kbbkllp.com)
Jane Kim (#298192)
(jkim@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)
Chapter 11 (Lead Case) (Jointly Administered)

**NOTICE REGARDING DEBTORS' SECOND
AMENDED MOTION FOR ENTRY OF ORDERS (I)
APPROVING TERMS OF, AND DEBTORS' ENTRY
INTO AND PERFORMANCE UNDER, EQUITY
BACKSTOP COMMITMENT LETTERS, (II)
APPROVING TERMS OF, AND DEBTORS' ENTRY
INTO AND PERFORMANCE UNDER, DEBT
FINANCING COMMITMENT LETTERS AND (III)
AUTHORIZING INCURRENCE, PAYMENT AND
ALLOWANCE OF RELATED FEES AND/OR
PREMIUMS, INDEMNITIES, COSTS AND
EXPENSES AS ADMINISTRATIVE EXPENSE
CLAIMS**

[Related to Dkt. Nos. 4446, 5267, 6013]

Date: March 16, 2020
Time: 10:00 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Objection Deadline: March 12, 2020
4:00 p.m. (Pacific Time)

1 **PLEASE TAKE NOTICE** that on January 29, 2019 (the “**Petition Date**”), PG&E
2 Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession
3 (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), each filed a
4 voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy**
5 **Code**”) with the United States Bankruptcy Court for the Northern District of California
6 (San Francisco Division) (the “**Bankruptcy Court**”).

7 **PLEASE TAKE FURTHER NOTICE** that the *Debtors’ Second Amended Motion for Entry*
8 *of Orders (i) Approving Terms of, and Debtors’ Entry into and Performance Under, Equity Backstop*
9 *Commitment Letters, (ii) Approving Terms of, and Debtors’ Entry into and Performance Under, Debt*
10 *Financing Commitment Letters and (iii) Authorizing Incurrence, Payment, and Allowance of Related*
11 *Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims* [Dkt. No.
12 6013] (the “**Second Amended Exit Financing Motion**”) is scheduled to be heard on March 16, 2020
13 at 10:00 a.m. (Pacific Time), with objections due by 4:00 p.m. (Pacific Time) on March 12, 2020. As
14 described in the Second Amended Exit Financing Motion, the Debtors expected to obtain consents to
15 certain modifications to the Equity Backstop Commitment Letters (as defined in the Second Amended
16 Exit Financing Motion) prior to the hearing on the Second Amended Exit Financing Motion.

17 **PLEASE TAKE FURTHER NOTICE** that on March 6, 2020, the Debtors obtained those
18 consents, among others, and entered into amended Equity Backstop Commitment Letters representing
19 all \$12 billion of equity backstop commitments. The March 6, 2020 form of the Equity Backstop
20 Commitment Letter and a redline of the March 6, 2020 form of the Equity Backstop Commitment
21 Letter against the form of Equity Backstop Commitment Letter filed with the Court on March 3, 2020,
22 as Exhibit C of the Second Amended Exit Financing Motion [Dkt. No. 6013-3], are attached hereto
23 as **Exhibit A** and **Exhibit B**, respectively.

24 **PLEASE TAKE FURTHER NOTICE** that Exhibit C of the Second Amended Exit
25 Financing Motion [Dkt No. 6013-3] is hereby amended and superseded by the form of Equity
26 Backstop Commitment Letter attached hereto as Exhibit A.

27 Dated: March 11, 2020

28 **WEIL, GOTSHAL & MANGES LLP**
 CRAVATH, SWAINE & MOORE LLP
 KELLER BENVENUTTI KIM LLP

/s/ Paul H. Zumbro
 Paul H. Zumbro

Attorneys for Debtors and Debtors in Possession